

EXHIBIT 1

PROPOSED ORDER

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

Jointly Administered

**ORDER PURSUANT TO SECTION 365(d)(4)
OF THE BANKRUPTCY CODE EXTENDING THE
TIME WITHIN WHICH UNEXPIRED LEASES OF
NONRESIDENTIAL REAL PROPERTY MAY BE ASSUMED OR REJECTED**

Upon the motion (the “Motion”)¹ of the above-caption debtors (the “Debtors”) for entry of an Order pursuant to section 365(d)(4) of title 11 of the United States Code (the “Bankruptcy Code”), extending the deadline to assume or reject unexpired leases for real property, and upon the hearing held on September 11, 2012; and it appearing that the relief requested in the Motion is in the best interest of the Debtors’ estates, their creditors, and other parties in interest; it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); it appearing that venue of this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that notice of this Motion was appropriate and that no further notice need be given; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED:

1. The Motion is approved in its entirety.
2. The Debtors' deadline to assume or reject unexpired leases for real property shall be extended through and including December 10, 2012, without prejudice for additional extensions in accordance with section 365(d)(4)(B)(ii) of the Bankruptcy Code.
3. Notwithstanding anything herein to the contrary, this Order shall not modify or affect the terms and provisions of, nor the rights and obligations under, (a) the Board of Governors of the Federal Reserve System Consent Order, dated April 13, 2011, by and among AFI, Ally Bank, ResCap, GMAC Mortgage, LLC, the Board of Governors of the Federal Reserve System, and the Federal Deposit Insurance Corporation, (b) the consent judgment entered April 5, 2012 by the District Court for the District of Columbia, dated February 9, 2012, (c) the Order of Assessment of a Civil Money Penalty Issued Upon Consent Pursuant to the Federal Deposit Insurance Act, as amended, dated February 10, 2012, and (d) all related agreements with AFI and Ally Bank and their respective subsidiaries and affiliates.

¹ Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Motion.

4. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
_____, 2012

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE